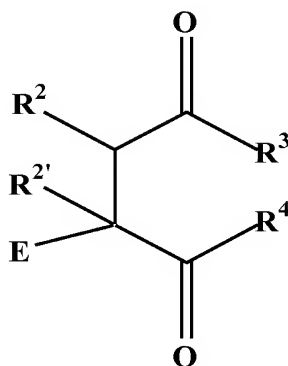


IN THE CLAIMS:

1. (Currently Amended) A curable elastomeric nanocomposite ~~[[comprising]]~~ consisting of a swellable clay and a nonhalogenated elastomer having a viscosity average molecular weight in the range of 200,000 to 2,000,000, the nonhalogenated elastomer comprising C₂ to C₁₀ olefin derived units and styrenic derived units and/or substituted styrenic derived units, wherein all the styrenic derived units are present from 1 to 15 wt% of the elastomer; wherein the elastomer also comprises functionalized monomer units having functional groups pendant to the elastomer, E, selected from the following:



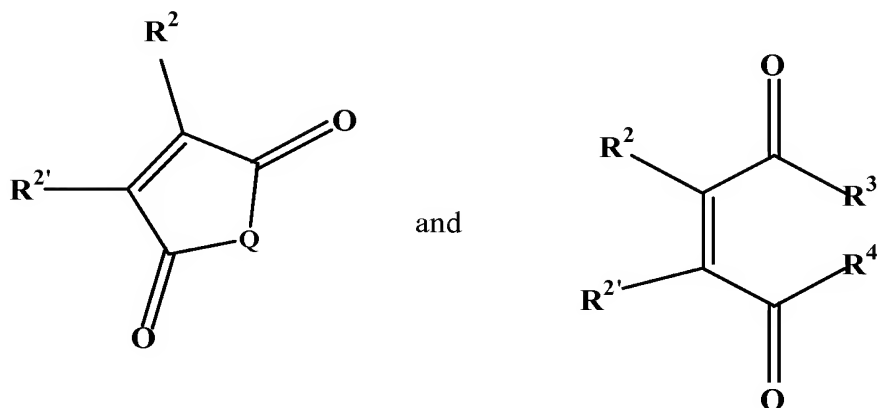
wherein R² and R^{2'} are the same or different and are selected from the group consisting of hydrogen, C₁ to C₂₀ alkyls, alkenyls ~~[[and]]~~ or aryls, substituted C₁ to C₂₀ alkyls, alkenyls ~~[[and]]~~ or aryls, hydroxyl and C₁ to C₂₀ alkoxys; and wherein R³ and R⁴ are the same or different and is -OR⁵ or -NHR⁵, wherein R⁵ is selected from the group consisting of hydrogen, C₁ to C₂₀ alkyls, alkenyls ~~[[and]]~~ or aryls, and substituted C₁ to C₂₀ alkyls, alkenyls ~~[[and]]~~ or aryls.

2. - 4. (Cancelled)
5. (Original) The nanocomposite of Claim 1, wherein the olefin is selected from one or more of isobutylene, isobutene, 2-methyl-1-butene, 3-methyl-1-butene, 2-methyl-2-butene, and 4-methyl-1-pentene, ethylene, propene, 1-butene, 1-hexene, and 1-octene.

6. - 7. (Cancelled)
8. (Original) The nanocomposite of Claim 1, wherein the elastomer also comprises isoolefin derived units and *p*-methylstyrene derived units.
9. (Cancelled)
10. (Original) The nanocomposite of Claim 1, wherein the functionalized units are present on the elastomer from 0.01 wt% to 15 wt% of the elastomer.
11. (Original) The nanocomposite of Claim 1, wherein the clay has been treated with an exfoliating agent to form an exfoliated clay.
12. (Cancelled)
13. (Original) The nanocomposite of Claim 1, wherein the clay is present from 0.1 wt% to 50 wt% of the nanocomposite.
14. - 19. (Cancelled)
20. (Previously Presented) An article comprising the nanocomposite of Claim 1, the article being a tire innerliner or an innertube.
21. (Cancelled)
22. (Currently Amended) A method of forming an elastomeric nanocomposite comprising the step of forming a curable elastomeric nanocomposite by contacting essentially:
- (a) a non-halogenated elastomer having a viscosity average molecular weight in the range of 200,000 to 2,000,000, wherein the elastomer comprises C₂ to C₁₀ olefin derived units and styrenic derived units and/or substituted styrenic

derived units, wherein all the styrenic derived units are present in an amount of 1 to 15 wt% of the elastomer;

- (b) at least one functionalizing compound selected from



wherein Q is selected from O or an NR^1 group, wherein R^1 is selected from the group consisting of hydrogen, C_1 to C_{20} alkyls, alkenyls or aryls, and substituted C_1 to C_{20} alkyls, alkenyls or aryls; R^2 and $R^{2'}$ are the same or different and are selected from the group consisting of hydrogen, C_1 to C_{20} alkyls, alkenyls or aryls, substituted C_1 to C_{20} alkyls, alkenyls or aryls, hydroxyl and C_1 to C_{20} alkoxys; and wherein R^3 and R^4 are the same or different and are $-OR^5$ or $-NHR^5$, wherein R^5 is defined as R^1 above ;

- (c) at least one peroxide; and

- (d) swellable clay.

23. (Previously Presented) The method of Claim 22, wherein the method of contacting is selected from one of the following methods: 1) the elastomer is first contacted with the functionalizing compound, followed by contacting with the clay, 2) the elastomer, clay, and functionalizing compound are contacted simultaneously, 3) the elastomer

and functionalizing compound are solubilized in a diluent, or 4) the elastomer and the functionalizing compound are melt blended.

24. - 26. (Cancelled)

27. (Previously Presented) The method of Claim 22, wherein the at least one peroxide is selected from the group consisting of diacyl peroxides, ketone peroxides, peroxyesters, peroxydicarbonates, dialkyl peroxides, hydroperoxides, and peroxyketals.

28. (Cancelled)

29. (Previously Presented) The method of Claim 22, wherein the functionalizing compound is selected from the group consisting of monomethyl maleate, dimethyl maleate, diethyl maleate, diphenyl maleate, dibutyl fumarate, maleimide, citraconic anhydride, itaconic anhydride, maleic anhydride, N,N'-phenylenedimaleimide, N-methylmaleimide, N-phenylmaleimide, maleic acid, itaconic acid, and the metal carboxylic derivatives thereof.

30. - 33. (Cancelled)

34. (Original) The method of Claim 22, wherein the elastomer also comprises isoolefin derived units and *p*-methylstyrene derived units.

35. (Previously Presented) The method of Claim 22, wherein the elastomer is selected from the group consisting of poly(styrene-*co*-butadiene) rubber, poly(styrene-isoprene-butadiene), poly(isobutylene-*co*-styrene), poly(isobutylene-*co*-*p*-methylstyrene), and mixtures thereof.

36. (Original) The method of Claim 22, wherein the elastomer is functionalized by contacting with the functionalizing compound, wherein the functional groups are present on the elastomer from 0.01 wt% to 15 wt% of the elastomer.

37. (Original) The method of Claim 22, wherein the clay has been treated with an exfoliating agent to form an exfoliated clay.
38. (Cancelled)
39. (Original) The method of Claim 22, wherein the clay is present from 0.1 wt% to 50 wt% of the nanocomposite.
40. - 41. (Cancelled)
42. (Currently Amended) The method of Claim 22, [[also]] further comprising the step of adding a filler selected from the group consisting of carbon black, modified carbon black, silica, precipitated silica, and blends thereof.
- 43 - 44. (Cancelled)
45. (Currently Amended) The method of Claim 22, [[also]] further comprising the step of adding to the curable elastomeric nanocomposite a secondary rubber selected from the group consisting of natural rubber, polybutadiene rubber, nitrile rubber, silicon rubber, polyisoprene rubber, poly(styrene-*co*-butadiene) rubber, poly(isoprene-*co*-butadiene) rubber, styrene-isoprene-butadiene rubber, ethylene-propylene rubber, brominated butyl rubber, chlorinated butyl rubber, halogenated isoprene, halogenated isobutylene copolymers, polychloroprene, star-branched polyisobutylene rubber, star-branched brominated butyl rubber, poly(isobutylene-*co*-isoprene) rubber; halogenated poly(isobutylene-*co*-*p*-methylstyrene) and mixtures thereof.
46. - 71. (Cancelled)
72. (Previously Amended) A curable elastomeric nanocomposite consisting essentially of a swellable clay and nonhalogenated elastomer having a viscosity average molecular weight in the range of 200,000 to 2,000,000, the nonhalogenated elastomer

comprising isobutylene, wherein the elastomer also comprises functionalized styrenic monomer units having functional groups pendant to the elastomer, the functional groups being selected from the group consisting of dimethyl maleate, diethyl maleate, diphenyl maleate, and dibutyl fumarate.

73. (Previously Presented) The nanocomposite of claim 72 wherein the elastomer comprises *p*-methylstyrene derived units.
74. (Previously Presented) The nanocomposite of Claim 72, wherein the functionalized units are present on the elastomer from 0.01 wt% to 15 wt% of the elastomer.
75. (Previously Presented) The nanocomposite of Claim 72, wherein the clay has been treated with an exfoliating agent to form an exfoliated clay.
76. (Previously Presented) The nanocomposite of Claim 72, wherein the clay is present from 0.1 wt% to 50 wt% of the nanocomposite.